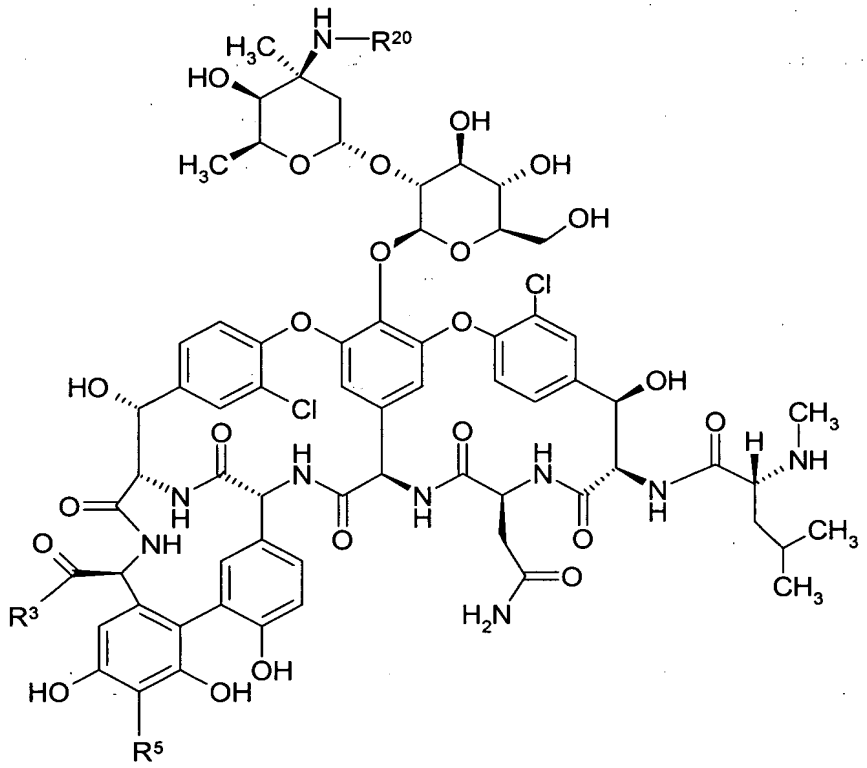
III. AMENDMENTS TO THE CLAIMS

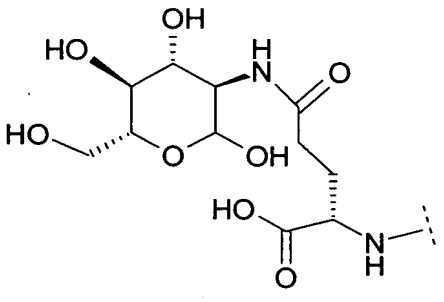
Claims 1-26 (Cancelled)

27. (New) A compound of the formula:



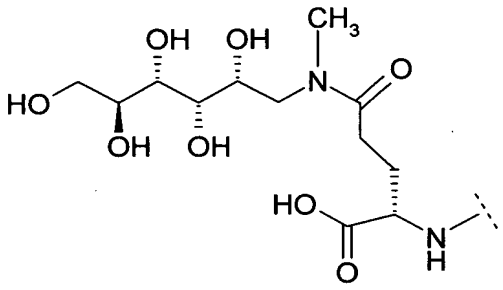
wherein R^3 and R^5 are selected from the group consisting of:

(a) R^5 is hydrogen; and R^3 is a group of formula (i):



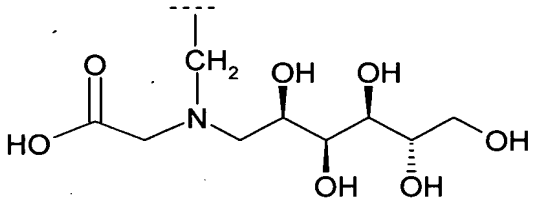
(i)

(b) R^5 is hydrogen; and R^3 is a group of formula (ii):



(ii)

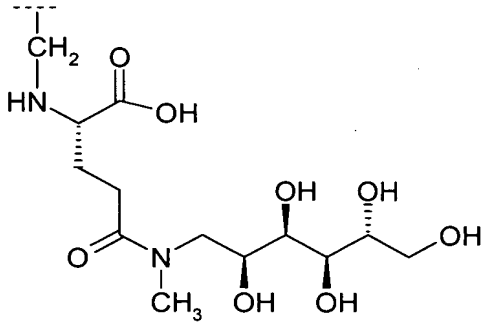
(c) R^3 is –OH; and R^5 is a group of formula (iii):



(iii)

and

(d) R^3 is –OH; and R^3 is a group of formula (iv):



(iv)

R^{20} is $-R^a-Y-R^b-(Z)_x$, $-R^f$, $-C(O)R^f$, or $-C(O)-R^a-Y-R^b-(Z)_x$;

Y is selected from the group consisting of oxygen, sulfur, $-S-S-$, $-NR^c-$, $-S(O)-$, $-SO_2-$, $-NR^cC(O)-$, $-OSO_2-$, $-OC(O)-$, $-NR^cSO_2-$, $-C(O)NR^c-$, $-C(O)O-$, $-SO_2NR^c-$, $-SO_2O-$, $-P(O)(OR^c)O-$, $-P(O)(OR^c)NR^c-$, $-OP(O)(OR^c)O-$, $-OP(O)(OR^c)NR^c-$, $-OC(O)O-$, $-NR^cC(O)O-$, $-NR^cC(O)NR^c-$, $-OC(O)NR^c-$, -C(=O)- and $-NR^cSO_2NR^c-$;

each *Z* is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocyclic;

R^a is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

R^b is selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided R^b is not a covalent bond when Z is hydrogen;

each R^c is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and $-C(O)R^d$;

each R^d is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^f is alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, or heterocyclic; and

x is 1 or 2;

or a pharmaceutically-acceptable salt, stereoisomer or prodrug thereof.

28. (New) The compound of Claim 27, wherein R^{20} is selected from the group consisting of:

$-CH_2CH_2-NH-(CH_2)_9CH_3$;

$-CH_2CH_2CH_2-NH-(CH_2)_8CH_3$;

$-CH_2CH_2CH_2CH_2-NH-(CH_2)_7CH_3$;

$-CH_2CH_2-NHSO_2-(CH_2)_9CH_3$;

$-CH_2CH_2-NHSO_2-(CH_2)_{11}CH_3$;

$-CH_2CH_2-S-(CH_2)_8CH_3$;

$-CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2-S-(CH_2)_{10}CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_8CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_3-CH=CH-(CH_2)_4CH_3$ (*trans*);

$-CH_2CH_2CH_2CH_2-S-(CH_2)_7CH_3$;

$-CH_2CH_2-S(O)-(CH_2)_9CH_3$;

$-CH_2CH_2-S-(CH_2)_6Ph$;

$-CH_2CH_2-S-(CH_2)_8Ph$;

$-CH_2CH_2CH_2-S-(CH_2)_8Ph$;

$-CH_2CH_2-NH-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2-NH-CH_2$-4-[4-$(CH_3)_2CHCH_2$-]-Ph;

$-CH_2CH_2-NH-CH_2$-4-(4-CF_3-Ph)-Ph;

$-CH_2CH_2-S-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2-S(O)-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2CH_2-S-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2CH_2-S(O)-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2CH_2-S-CH_2$-4-[3,4-di-Cl-PhCH_2O-)-Ph;

$-CH_2CH_2-NHSO_2-CH_2$-4-[4-(4-Ph)-Ph]-Ph;

$-CH_2CH_2CH_2-NHSO_2-CH_2$-4-(4-Cl-Ph)-Ph;

-$CH_2CH_2CH_2$-$NHSO_2$-CH_2-4-(Ph-C≡C-)-Ph;

-$CH_2CH_2CH_2$-$NHSO_2$-4-(4-Cl-Ph)-Ph;

-$CH_2CH_2CH_2$-$NHSO_2$-4-(naphth-2-yl)-Ph;

-CH_2-4-(4-Cl-Ph)-Ph; and

-CH_2-4-(4-Cl-Ph-O)-Ph.

29. (New) The compound of Claim 27, wherein R^5 is hydrogen; and R^3 is a group of formula (i).

30. (New) The compound of Claim 29, wherein R^{20} is selected from the group consisting of:

-$(CH_2)_{11}CH_3$;

-$(CH_2)_{12}CH_3$;

-CH_2CH_2-NH-$(CH_2)_9CH_3$;

-CH_2CH_2-S-$(CH_2)_9CH_3$;

-CH_2CH_2-O-$(CH_2)_9CH_3$;

-CH_2-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-NH-CH_2-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-NH-CH_2-4-(4-CF_3-Ph)-Ph;

-$CH_2CH_2CH_2CH_2$-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-S-CH_2-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-O-CH_2-4-(4-Cl-Ph)-Ph;

-CH_2CH_2-NH-CH_2-4-(4-CH_3-PhCH_2O)-Ph;

-CH_2CH_2-S-CH_2-4-(4-Cl-PhCH_2O)-Ph;

-CH_2CH_2-S-$(CH_2)_8$Ph; and

-CH_2CH_2-NH-$(CH_2)_8$Ph.

31. (New) The compound of Claim 27, wherein R^5 is hydrogen; and R^3 is a group of formula (ii).

32. (New) The compound of Claim 31, wherein R^{20} is selected from the group consisting of:

$-CH_2CH_2-NH-(CH_2)_9CH_3$;

$-CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2-O-(CH_2)_9CH_3$; and

$-CH_2$-4-(4-Cl-Ph)-Ph.

33. (New) The compound of Claim 27, wherein R^3 is $-OH$; and R^5 is a group of formula (iii).

34. (New) The compound of Claim 33, wherein R^{20} is selected from the group consisting of:

$-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2-S-(CH_2)_9CH_3$; and

$-CH_2CH_2-NH-(CH_2)_9CH_3$.

35. (New) The compound of Claim 27, wherein R^3 is $-OH$; and R^5 is a group of formula (iv).

36. (New) The compound of Claim 35, wherein R^{20} is selected from the group consisting of:

$-CH_2CH_2-NH-(CH_2)_9CH_3$;

$-CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2-O-(CH_2)_9CH_3$;

$-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2-NH-CH_2$-4-(4-CF_3-Ph)-Ph;

$-CH_2CH_2-NH-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2-NH-CH_2$-4-(4-CH_3-PhCH_2O)-Ph;

$-CH_2CH_2-S-CH_2$-4-(4-Cl-PhCH_2O)-Ph;

$-CH_2CH_2-NH-(CH_2)_8Ph$; and

$-CH_2CH_2-S-(CH_2)_8Ph$.

37. (New) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of any of Claims 27 to 36.

38. (New) The pharmaceutical composition of Claim 37, wherein the composition further comprises a cyclodextrin.

39. (New) The pharmaceutical composition of Claim 38, wherein the cyclodextrin is hydroxypropyl-β-cyclodextrin.

40. (New) A method of treating a mammal having a bacterial disease, the method comprising administering to the mammal a therapeutically effective amount of a pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of any of Claims 27 to 36.